

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

<p>MIDDLESEX COUNTY RETIREMENT SYSTEM, on behalf of itself and all others similarly situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">vs.</p> <p>SEMTECH CORP., JOHN D. POE, JASON L. CARLSON, MOHAN R. MAHESWARAN, DAVID G. FRANZ, JR., and JOHN M. BAUMANN</p> <p>Defendants</p>	<p>CASE DESIGNATED FOR E-FILING</p> <p>Case No. 1:07-cv-7183 (DC) (THK)</p>
<p>LAWRENCE CHAYT, on behalf of himself and all others similarly situated, Plaintiff,</p> <p style="text-align: center;">vs.</p> <p>SEMTECH CORP., JOHN D. POE, JASON L. CARLSON, MOHAN R. MAHESWARAN, DAVID G. FRANZ, JR., and JOHN M. BAUMANN</p> <p>Defendants.</p>	<p>CASE DESIGNATED FOR E-FILING</p> <p>Case No. 1:07-cv-8641 (DC) (THK)</p>

**DECLARATION OF CATHERINE A. TORELL
IN SUPPORT OF MOTION OF THE INSTITUTIONAL INVESTORS GROUP
FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF
CHOICE OF LEAD COUNSEL**

Pursuant to 28 U.S.C. § 1746, I, Catherine A. Torell, declare as follows:

1. I am a member in good standing of the New York bar and admitted to practice in this District. I submit this declaration in support of the motion filed by the Institutional Investors Group (“Movant”) to appoint Movant as Lead Plaintiff and approve Movant’s selection of lead counsel for the class.
2. Attached as exhibits hereto are true and correct copies of the following:

- Exhibit A: Notice of filing of a complaint to shareholders of Semtech Corporation, dated August 20, 2007;
- Exhibit B: Certifications and loss calculations of: (1) Laborers' Pension Fund and Health and Welfare Department of the Construction and General Laborers' District Council of Chicago and Vicinity; and (2) Jacksonville Police & Fire Pension Fund
- Exhibit C: Joint Declaration of Laborers' Pension Fund and Health and Welfare Department of the Construction and General Laborers' District Council of Chicago and Vicinity and Jacksonville Police & Fire Pension Fund in Support of Their Motion for Appointment as Lead Plaintiff and Approval of Selection of Lead Counsel
- Exhibit D: Firm Biography of Cohen, Milstein, Hausfeld & Toll, P.L.LC.

I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge.

DATED: October 19, 2007

/s/ Catherine A. Torell

Catherine A. Torell